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July 22, 1999

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OFFICE OF THE
EXECUTIVE SECRETARY

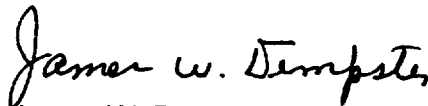
Mr. K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Dear Mr. Waddell:

Re: Petition of Ben Lomand Communications, Inc.
For Approval of a Loan in the Amount of
\$4,000,000 From CoBank, ACB and Authority
To Sell up to \$1,000,000 in Common Stock
Docket No. 99-00496

Enclosed are the original and 13 copies of a resolution to be filed as a supplement to the Petition filed with the Tennessee Regulatory Authority on July 12, 1999, on behalf of Ben Lomand Communications, Inc. This resolution was adopted by the Board of Directors of Ben Lomand Communications, Inc. at a regular meeting of the Board held on July 15, 1999.

Very truly yours,


James W. Dempster

JWD:bw

Enclosures

c: Joe C. Roper, President, BLC
Levoy Knowles, Executive Vice President, BLC

RESOLUTION

WHEREAS, Ben Lomand Communications, Inc. was granted a Certificate of Convenience and Necessity as a competing local exchange carrier the right and authority to furnish local exchange telecommunications services in the City of McMinnville, Tennessee, and in the City of Sparta, Tennessee; and,

WHEREAS, the Board of Directors of Ben Lomand Communications, Inc. has authorized management to take certain actions and to expend certain funds for the purpose of constructing, acquiring certain physical facilities in said cities to be used in the CLEC operation and to proceed in the preparing of day-to-day operations of the said CLEC division of Ben Lomand Communications, Inc.; and,

WHEREAS, additional capital is needed in order to pay expenses incurred and to be incurred in the Corporation's business as a CLEC, and the budgetary estimate of minimum additional cash needed, in addition to \$4,000,000 to be borrowed by the Corporation from CoBank, ACB, is in the neighborhood of One Million Dollars (\$1,000,000).

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Ben Lomand Communications, Inc. that the Corporation be and is hereby authorized to sell not more than 7,500 additional shares of common stock for the total sum of \$1,000,000 or in the alternative to amend the charter to increase the number of shares of common stock that may be issued from 10,000 to 50,000 shares and that the Corporation then offer for sale to Ben Lomand Rural Telephone Cooperative, Inc. up to 10,000 additional shares at a sum of \$100 per share, and that a stock certificate be issued to Ben Lomand Rural Telephone Cooperative, Inc. for up to the total sum of \$1,000,000 upon the payment of the sum of \$100 or \$133.33 per share, respectively to Ben Lomand Communications, Inc., subject, however, to approval of the Tennessee Regulatory Authority.

BE IT FURTHER RESOLVED that the President and Secretary be and are hereby authorized to sign the said stock certificate or certificates on behalf of the Corporation.

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